

NEW JERSEY BUREAU OF SECURITIES
Post Office Box 47029, Newark, NJ 07101
153 Halsey Street, 6th Floor, Newark, NJ 07102
(973) 504-3600

Private Placement Report Form
N.J.S.A. 49:3-50(b)(12)

A manually signed copy of this form shall be filed with the Bureau no later than 15 days after the first sale of securities in New Jersey. This form need not be notarized.

A manually signed Form U-2 (Uniform Consent to Service of Process) shall be filed; the Chief of the Bureau of Securities shall be designated on Form U-2.

A copy of the Offering Statement or Prospectus shall be filed.

The fee is \$250.00, payable to New Jersey Bureau of Securities. The check need not be certified.

A private placement under Section 50(b)(12) is limited to 35 investors in any 12-month period. Accredited investors and investors residing outside New Jersey shall be excluded from the calculation of this limit. "Accredited investor" is defined in N.J.S.A. 49:3-49(p).

Supplemental reports shall be filed promptly after the initial filing with the Bureau, whenever there are material changes to the information contained in the initial filing until the closing of the offering. A final report shall be filed at the closing of the offering, if the information in the final report would be materially different from the last prior filing. Additional sales to non-accredited New Jersey investors are "material."

The securities shall not be offered or sold by general solicitation or general advertisement.

If this offering is being sold by agents of the issuer, such agents need not be registered with the Bureau. If this offering is being sold by agents of a broker-dealer, both the agents and the broker-dealer shall be registered with the Bureau.

1. DESCRIPTION OF ISSUER:

a. Type of entity:

Corporation _____ LLC _____ Other (specify) _____

b. Name: _____

c. Address: _____

d. State of formation: _____

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e. Officers, directors, general partners, and control persons:

Name and address	Position or affiliation	Control persons' form of control
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

Note: New Jersey uses a common-law definition of "control."

2. NEW JERSEY NON-ACCREDITED PURCHASERS:

(Attach additional sheets if necessary.)

Name and address:	No. of units:	Total purchase price:
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	\$ <hr/>
Totals	<hr/>	\$ <hr/>

3. DESCRIPTION OF SECURITIES:

a. Type (common stock, bonds, etc.): _____ Price per unit: \$ _____

b. SEC exemption: Section 4(2) _____ Rule 504 _____ Rule 505 _____

c. Total amt. of offering (NJ and elsewhere, accredited and otherwise): \$ _____

d. Total # of purchasers (NJ and elsewhere, accredited and otherwise): _____

4. DATE OF FIRST SALE IN NEW JERSEY: _____

5. BROKER-DEALER EFFECTING TRANSACTIONS:

(Omit this section if no broker-dealer is involved in offers or sales.)

a. Name of broker-dealer: _____

b. Central Registration Depository number of broker-dealer: _____

c. Address of broker-dealer: _____

d. Manner of compensation of broker-dealer: _____

e. Amount of compensation of broker-dealer: \$ _____

f. Is broker-dealer registered in New Jersey? _____

g. Name of agent: _____

h. Central Registration Depository number of agent: _____

i. Is agent registered in New Jersey? _____

6. CERTIFICATION: I certify that the foregoing statements are true. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.

Name of Issuer: _____

Date: _____

By: _____

Telephone: _____

Title: _____

Fax: _____